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James A. Kirkland

Direct Dial Number
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February 9, 1995

Regina M. Keeney
Chief, Wireless Telecommunications Bureau
Federal Communications Commission
1919 M Street, N.W.
Washington, D.C. 20554

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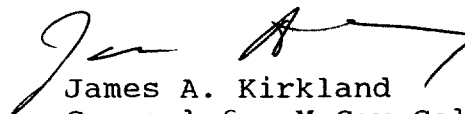
Re: Request for Confidential Information in PR Docket No.
94-105

Dear Ms. Keeney:

On behalf of McCaw Cellular Communications, Inc., we hereby request that the Commission provide us with a copy of the Confidential Information filed by the State of California in PR Docket No. 94-105. Enclosed please find a copy of the protective order associated with this proceeding and the signed declarations of the following counsel to McCaw Cellular Communications, Inc.: Howard J. Symons, James A. Kirkland and Kecia Boney of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

If you have any questions regarding the protective order or declarations, please contact me at the number above.

Sincerely,



James A. Kirkland
Counsel for McCaw Cellular
Communications, Inc.

cc: William F. Caton
Julia Kogan
Michael Wack
Stan Wiggins

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

PROTECTIVE ORDER, PR DOCKET NO. 94-105

1. For purposes of PR Docket No. 94-105 and this Order, "Confidential Information" shall mean and include trade secrets and commercial or financial information which is privileged or confidential within the meaning of Exemption 4 of the Freedom of Information Act, 5 U.S.C. § 552(b)(4), as well as the following:

- a. Market share data as contained in pages 29 to 34 of the unredacted Petition of the People of the State of California and the Public Utilities Commission of the State of California To Retain State Regulatory Authority Over Intrastate Cellular Service Rates (Petition) and Appendix E thereto. The data on page 29 is disaggregated by carrier, and on pages 30-34, aggregated by market. Some data on page 30 is further aggregated by combining data in two markets. The data in Appendix E is aggregated as to resellers by market, and disaggregated for cellular carriers.
- b. Capacity utilization figures as contained in pages 50-53 of the unredacted Petition, and in Appendix M. This data is aggregated for the Los Angeles market on page 51 and Appendix M-1, and disaggregated as to specific carriers on pages 52-53 of the Petition and Pages M-1 to M-3 of Appendix M.
- c. Disaggregated, carrier-specific data regarding the number of customers per year, per rate plan, both wholesale and retail, as contained in Appendix J to the Petition, with the exception of the numbers of customers on each carrier's specific discount plans, which shall not be disclosed.
- d. Only for carriers other than those that we refer to as the six acceding carriers, annualized per-subscriber financial data, including revenues, operating expenses, expenditures for plant, operating income, and subscriber growth percentages for 1989-93, found in Appendix H to the Petition.

2. Confidential Information submitted herein by the State of California and the Public Utilities Commission of the State of California (California) shall be segregated from all material filed and deemed non-confidential as generally set forth in the pleadings filed publicly by California on August 8, 1994, and subsequent revisions filed on February 2,

1995, in PR Docket No. 94-105 (Proceeding). Confidential Information, thus segregated, shall consist of materials specified by the Commission in its Order, DA 94-111 (Jan. 25, 1995) or any subsequent actions in these proceedings.

3. Confidential Information may be disclosed, directly or indirectly, only to:
 - a. Counsel for the Parties to this Proceeding (Parties) and their associated attorneys, paralegals, clerical staff and other employees, to the extent reasonably necessary to render professional services in this proceeding, provided that such persons are not representing or advising or otherwise assisting providers of California commercial mobile radio services in devising marketing plans to compete against California carriers that are Parties to this Proceeding;
 - b. Specified persons, including employee of the Parties, requested by counsel to furnish technical or other expert advice or service, or otherwise engaged to prepare material for the express purpose of formulating filings in connection with PR Docket No. 94-105, excluding those persons who are directly or indirectly involved in or have direct or indirect supervisory responsibilities over the development of marketing plans for California commercial mobile radio services providers to compete against California cellular carriers that are parties to this Proceeding; or
 - c. Any person designated by the Commission in the public interest, upon such terms as the Commission may deem proper.

4. Counsel may request that the Commission provide one copy of Confidential Information (for which counsel must, as a prerequisite, acknowledge receipt pursuant to this Order), and counsel may thereafter make no more than two additional copies but only to the extent required and solely for the preparation and use in this proceeding, and provided further, that all copies of the Confidential Information shall remain in the care and control of counsel at all times and shall not pass to any other persons. Following the filing of Further Comments on February 9, 1995, counsel shall retain custody of the Confidential Information until such time as it is necessary to prepare additional filings in connection with PR Docket No. 94-105 in the discretion of counsel. If such additional filings are necessary, counsel shall retain custody of the Confidential Information following submission of such additional filings. Counsel shall return to the Commission within forty-eight hours after the final resolution of PR Docket No. 94-105 all Confidential Information originally provided by the Commission as well as all copies made, and shall certify that no material whatsoever derived

from such Confidential Information has been retained by any person having access thereto, except that counsel may retain copies of pleadings submitted on behalf of clients.

5. Confidential Information shall not be used by any person granted access under the Order for any purpose other than for use in this proceeding (including any subsequent administrative or judicial review), and shall not be used for competitive business purposes or otherwise disclosed by such persons to any other person except in accordance with this Order. This shall not preclude the use of any material or information that is in the public domain or has been developed independently by any other person who has not had access to the Confidential Information nor otherwise learned of its contents.

6. a. Before obtaining access to Confidential Information, counsel must apply for access to such materials by executing the attached Declaration.

b. Counsel may disclose Confidential Information to persons to whom disclosure is permitted under the terms of paragraph 3 of this Order only after advising such persons of the terms and obligations of this Order and obtaining such person's written consent to be bound by its terms, except that written consent need not be obtained from paralegals and clerical staff.

c. Counsel shall provide to the FCC and, in the absence of a need for confidentiality, to California and/or the other Parties, the name and affiliation of each person other than counsel to whom disclosure is made or to whom actual physical control over the documents is provided, by the deadline prescribed by the Commission for filing comments on the Confidential Information, or within three (3) business days after the disclosure if such disclosure occurs after the deadline for filing such comments. To the extent that any name is not disclosed to California, that fact shall be disclosed to the FCC and California.

7. Parties may, in any pleadings that they file in this proceeding, reference the Confidential Information, but only if they comply with the following procedures:

a. Any portions of the pleadings that contain or disclose Confidential Information must be physically segregated from the remainder of the pleadings;

b. The portions containing or disclosing confidential Information must be covered by a separate letter referencing this Protective Order; and

c. Each page of any Party's filing that contains or discloses Confidential Information subject to the Order must be clearly marked: "Confidential information included pursuant to Protective Order, PR Docket No., 94-105."

d. The confidential portion(s) of the pleading shall be served upon the Secretary of the Commission and California, and one and only one copy shall be served upon those individuals who have signed the attached Declaration, and such confidential portions shall be served under seal, and shall not be placed in the Commission Public File, unless the Commission directs otherwise (with notice to the Party that filed the pleading and an opportunity to comment on such proposed disclosure). The Parties shall provide courtesy copies to the Lead Advisor to the Wireless Telecommunications Bureau Chief and to the Chief, Policy Division, Wireless Telecommunications Bureau, who will ensure that copies are distributed to the appropriate Commission personnel.

8. Disclosure of materials described herein shall not be deemed a waiver by California or any other Party in any other proceeding, judicial or otherwise, of any privilege or entitlement to confidential treatment of such Confidential Information. Inspecting parties, by viewing said documents: (a) agree not to assert any such waiver; (b) agree not to use information derived from any confidential materials to seek disclosure in any other proceedings; and (c) agree that accidental disclosure or privileged information shall be not deemed a waiver of the privilege.

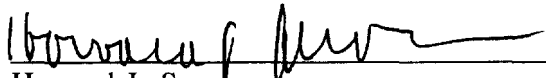
9. The entry of this Order is without prejudice to the rights of California to apply for additional or different protection where it is deemed necessary or to the rights of the Parties to request further or renewed disclosure of Confidential Information. Moreover, it in no way precludes the Commission from disclosing any information where the public interest so requires.

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
Petition of the People of the)	
State of California and the)	PR Docket No. 94-105
Public Utilities Commission of)	PR File No. 94-SP3
the State of California to Retain)	
Regulatory Authority Over)	
Intrastate Cellular Service Rates)	

DECLARATION

I, Howard J. Symons, hereby declare under penalty of perjury that I have read the Protective Order that has been entered by the Wireless Telecommunications Bureau in Federal Communications Commission proceeding PR Docket No. 94-105, and that I agree that I will be bound by its terms pertaining to the confidentiality of Confidential Information and that I am not involved in devising marketing plans for any of the Parties.


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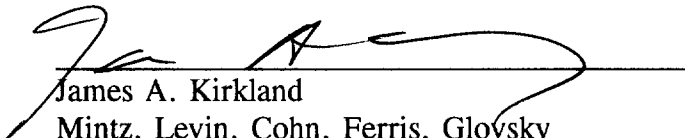
**COUNSEL TO McCAW CELLULAR
COMMUNICATIONS, INC.**

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
Petition of the People of the)	
State of California and the)	PR Docket No. 94-105
Public Utilities Commission of)	PR File No. 94-SP3
the State of California to Retain)	
Regulatory Authority Over)	
Intrastate Cellular Service Rates)	

DECLARATION

I, James A. Kirkland, hereby declare under penalty of perjury that I have read the Protective Order that has been entered by the Wireless Telecommunications Bureau in Federal Communications Commission proceeding PR Docket No. 94-105, and that I agree that I will be bound by its terms pertaining to the confidentiality of Confidential Information and that I am not involved in devising marketing plans for any of the Parties.


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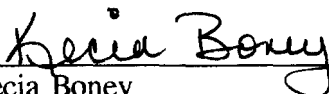
**COUNSEL TO McCAW CELLULAR
COMMUNICATIONS, INC.**

**Before the
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In the Matter of)	
)	
Petition of the People of the)	
State of California and the)	PR Docket No. 94-105
Public Utilities Commission of)	PR File No. 94-SP3
the State of California to Retain)	
Regulatory Authority Over)	
Intrastate Cellular Service Rates)	

DECLARATION

I, Kecia Boney, hereby declare under penalty of perjury that I have read the Protective Order that has been entered by the Wireless Telecommunications Bureau in Federal Communications Commission proceeding PR Docket No. 94-105, and that I agree that I will be bound by its terms pertaining to the confidentiality of Confidential Information and that I am not involved in devising marketing plans for any of the Parties.



Kecia Boney
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& Popeo, P.C.
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Suite 900
Washington, D.C. 20004

**COUNSEL TO McCAW CELLULAR
COMMUNICATIONS, INC.**

CERTIFICATE OF SERVICE

I, Kecia Boney, do hereby certify that on this 9th day of February, 1995, a copy of the foregoing Request for Confidential Information was served by either first class mail, postage prepaid, or by hand delivery on the following:

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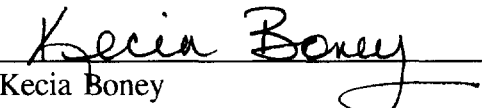
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Kecia Boney

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